

**EXHIBIT D**

**Claim No. 13233 – Marshalls of MA, Inc.**



**WR Grace**  
 Bankruptcy Form 10  
 Index Sheet

SR00000722

Claim Number: 00013233

Receive Date: 03/31/2003

**Multiple Claim Reference**

Claim Number \_\_\_\_\_

- ☐ MMPOC Medical Monitoring Claim Form  
☐ PDPOC Property Damage  
☐ NAPO Non-Asbestos Claim Form  
☐ Amended

Claim Number \_\_\_\_\_

- ☐ MMPOC Medical Monitoring Claim Form  
☐ PDPOC Property Damage  
☐ NAPO Non-Asbestos Claim Form  
☐ Amended

**Attorney Information**

Firm Number:

Firm Name:

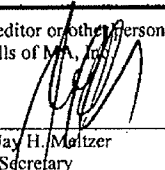
Attorney Number:

Attorney Name:

Zip Code:

Cover Letter Location Number:

| Attachments<br>Medical Monitoring | Attachments<br>Property Damage                       | Non-Asbestos  |
|-----------------------------------|--|---|
| <input type="checkbox"/> TBD      | <input type="checkbox"/> TBD                         | <input checked="" type="checkbox"/> Other Attachments |
| <input type="checkbox"/> TBD      | <input type="checkbox"/> TBD                         |   |
| <input type="checkbox"/> TBD      | <input type="checkbox"/> TBD                         |   |
| <input type="checkbox"/> TBD      | <input type="checkbox"/> TBD                         |   |
| <input type="checkbox"/> TBD      | <input type="checkbox"/> TBD                         |   |
|                                   | <input type="checkbox"/> Other Attachments           |   |
| <b>Other</b>                      | <input type="checkbox"/> Non-Standard Form           |   |
|                                   | <input type="checkbox"/> Amended                     |   |
|                                   | <input type="checkbox"/> Post-Deadline Postmark Date |   |

|  |   |  |
|--|---|--|
| <b>United States Bankruptcy Court    District of Delaware</b>  |   | <b>PROOF OF CLAIM</b>  |
| Name of Debtor<br><b>W.R. Grace &amp; Co.-Conn.</b>  |   | Case Number<br><b>01-1179</b>  |
| NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. §503.   |   |  |
| Name of Creditor (The person or other entity to whom the debtor owes money or property):<br><b>Marshalls of MA, Inc.</b>   |   | This space is for Court Use Only   |
| Name and address where notices should be sent:<br><b>Marshalls of MA, Inc.<br/>         770 Cochituate Road<br/>         Framingham, MA 01701<br/>         Attn: Legal Department - Susan Beaumont<br/>         Telephone number: 508-390-2447</b>   |   |  |
| Account or other number by which creditor identifies debtor:   |   |  |
| 1. Basis for Claim<br><input type="checkbox"/> Goods sold<br><input type="checkbox"/> Services performed<br><input type="checkbox"/> Money loaned<br><input type="checkbox"/> Personal injury/wrongful death<br><input type="checkbox"/> Taxes<br><input checked="" type="checkbox"/> Other <u>See attached Annex A.</u>   |   | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.<br><br><input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case<br><br><input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.  |
| 2. Date debt was incurred: <u>See attached Annex A.</u>  |   | Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: __   |
| 3. If court judgment, date obtained:   |   | 4. Total Amount of Claim at Time Case Filed: <u>unliquidated and/or contingent amounts described on Annex A.</u><br>If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.<br><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.  |
| 5. Secured Claim.<br><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).<br><br>Brief Description of Collateral:<br><input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle<br><input type="checkbox"/> Other Personal Property<br><br>Value of Collateral:<br><br>Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____   |   | 6. Unsecured Priority Claim.<br><input type="checkbox"/> Check this box if you have an unsecured priority claim<br>Amount entitled to priority \$ _____<br>Specify the priority of the claim:<br><input type="checkbox"/> Wages, salaries, or commissions (up to \$4,300), *earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507(a)(3)<br><input type="checkbox"/> Contributions to an employee benefit plan -- 11 U.S.C. §507(a)(4)<br><input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(6)<br><input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. §507(a)(7)<br><input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507(a)(8)<br><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507(a-1).<br><small>*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small> |
| 7. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.<br>8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.<br>9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. |   | This Space is for Court Use Only   |
| Date<br><br>3/27/03  | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):<br><div style="text-align: center;"> <br/>           By: _____<br/>           Name: Jay H. Meitzer<br/>           Title: Secretary         </div> |  |
| Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.  |   | WR Grace    BF.42.167.8319<br><b>00013233</b><br>SR=722  |

REC'D MAR 31 2003

ANNEX A

DEBTOR: W.R. Grace & Co.-Conn.  
CLAIMANT: Marshalls of MA, Inc.  
CASE NO.: 01-1179

PROOF OF CLAIM OF MARSHALLS OF MA, INC.

W.R. Grace & Co.-Conn. (the "Debtor") is the sublandlord and Marshalls of MA, Inc. ("Marshalls") is the subtenant under subleases for Marshalls store #444 in Jericho, New York (the "Jericho Sublease"), and Marshalls store #449 in East Meadow, New York (the "East Meadow Sublease" and together with the Jericho Sublease, the "Subleases").

The Debtor has various liabilities and obligations under the Subleases, including without limitation to provide certain services, to maintain the premises, including the roof, in good repair and condition, to provide certain utilities, to provide certain insurances, to limit the uses of the property (or within certain distances of the property), and to defend and to indemnify Marshalls.

In addition, Marshalls may have made prepayments or over-payments on account of obligations due to the Debtor under the Subleases and may be entitled to reimbursement. Moreover, Marshalls may incur expenses, including but not limited to reasonably foreseeable incidental and consequential damages, in connection with any rejection by the Debtor of the Subleases.

As a result, the Debtor is obligated to Marshalls for contingent and/or unliquidated amounts due or to become due to Marshalls under the terms of the Subleases. This claim is an administrative claim with priority under Section 507(a)(1) of the Bankruptcy Code to the extent the claim arises on or after the petition date. To the extent Marshalls has any obligation or liability to the Debtor under the Subleases or otherwise, Marshalls' claim against the Debtor is a secured claim under Section 506(a) of the Bankruptcy Code to the extent of Marshalls' rights of setoff under Section 553 of the Bankruptcy Code. Marshalls reserves the right to amend and to supplement this proof of claim from time to time as the amounts referenced herein are liquidated to reflect amounts due to Marshalls and Marshalls' rights of setoff.

All rights of Marshalls under Section 365 of the Bankruptcy Code in connection with any assumption or rejection by the Debtor of the Subleases, including, in connection with any rejection, rights to treat the Subleases as terminated or to retain rights under the Subleases provided under Section 365(h)(1)(A), are not waived and are hereby preserved.

The Subleases are voluminous and copies thereof are available upon request.



ONE INTERNATIONAL PLACE BOSTON, MA 02110-2624 617-951-7000 F 617-951-7050  
BOSTON NEW YORK SAN FRANCISCO WASHINGTON, DC

March 28, 2003

Darcie P.L. Beaudin  
(617) 951-7313  
dbeaudin@ropesgray.com

Via Federal Express

Rust Consulting, Inc.  
Claims Processing Agent  
Re: W.R. Grace & Co. Bankruptcy  
201 S. Lyndale Avenue  
Faribault, MN 55021

Re: Proof of Claim against W.R. Grace & Co.-Conn., case no. 01-1179

Dear Claims Processing Agent:

Enclosed please find the one (1) original and one (1) copy of the proof of claim of Marshalls of MA, Inc. against W.R. Grace & Co.-Conn., case no. 01-1179 as pending in the United States Bankruptcy Court for the District of Delaware and jointly administered in case no. 01-1139 (JKF), *In re W.R. Grace & Co., et al.*

Please date-stamp the enclosed copy of the proof of claim as evidence of receipt and send it to me in the enclosed self-addressed, postage-prepaid envelope. Please call me at 671-951-7313 if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Darcie P.L. Beaudin". The signature is fluid and cursive.

Darcie P.L. Beaudin